

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-01139 (KJC)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	
	)	

Objection Deadline: July 1, 2014 at 4:00 p.m.  
Hearing Date: October 14, 2014 at 10:00 a.m.

**NOTICE OF THIRTY-EIGHTH QUARTERLY APPLICATION OF BAKER,  
DONELSON, BEARMAN, CALDWELL & BERKOWITZ, P.C. FOR COMPENSATION  
AND FOR REIMBURSEMENT OF EXPENSES AND APPLICATION FOR FINAL  
APPROVAL OF ALL FEE AND EXPENSES PREVIOUSLY AWARDED  
ON AN INTERIM BASIS AND INCURRED IN THIS CASE**

To: (1) The Reorganized Debtors; (2) Office of the United States Trustee; (3) Counsel for the WRG Asbestos PI Trust; (4) Counsel for the Asbestos PI Future Claimants Representative; (5) Counsel for the Asbestos PD Futures Claimants Representative; (6) Counsel for the WRG Asbestos PD Trust (7A); (7) Counsel for the WRG Asbestos PD Trust (7B); and (8) Counsel for the CDN ZAI PD Claims Fund.

Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C., special counsel to the above-captioned reorganized debtors in the above-captioned cases (the "Reorganized Debtors"), has filed and served the *Thirty-Eighth Quarterly Application of Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. for Compensation and for Reimbursement of Expenses and Application for Final Approval of All Fees and Expenses Previously Awarded on an Interim Basis and Incurred in This Case*, seeking fees in the amount of \$3,114,500.00 and expenses in the amount of \$136,418.89 (the "Fee Application").

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<sup>1</sup> The Reorganized Debtors consist of the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

Objections or responses to the Fee Application, if any, must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 Market Street, Wilmington, Delaware 19801, on or before **July 1, 2014, at 4:00 p.m.**

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the Reorganized Debtors, Adam Paul, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, IL 60654 (Fax number 312-862-2000), Roger Higgins, The Law Offices of Roger Higgins, LLC, 1 North Bishop Street, Suite 14, Chicago, IL 60607 (Fax number 312-577-0737); and James E. O'Neill, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17<sup>th</sup> Floor, PO. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) counsel to the Official Committee of Unsecured Creditors, Michael Magzamen, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, New York 10022 (fax number

212-644-6755), and Marla Eskin, Esquire, Campbell & Levine, LLC, 222 Delaware Avenue, Suite 1620, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) the Office of the United States Trustee, Attn: Richard L. Schepacarter, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); (vii) counsel to the Official Committee of Equity Holders, Thomas M. Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, New York 10022 (fax number 212-715-8000); and (viii) co-counsel to the Official Committee of Equity Holders, Teresa K.D. Currier, Esquire, Saul Ewing, 222 Delaware Avenue, Suite 1200, P.O. Box 1266, Wilmington, DE 19801.

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A HEARING ON THE FINAL APPLICATION WILL BE HELD BEFORE THE  
HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR  
THE DISTRICT OF DELAWARE, 824 MARKET STREET, FIFTH FLOOR, COURTROOM  
5, WILMINGTON, DELAWARE, 19801 ON **OCTOBER 14, 2014, AT 10:00 A.M.**

Dated: May 2, 2014

KIRKLAND & ELLIS LLP  
John Donley  
Adam Paul  
300 North LaSalle  
Chicago, IL 60654  
(312) 862-2000

and

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)  
James E. O'Neill (Bar No. 4042)  
Timothy P. Cairns (Bar No. 4228)  
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Co-Counsel for the Reorganized Debtors